
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **December 11, 2018**

Y-MABS THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-38650
(Commission
File Number)

47-4619612
(I.R.S. Employer
Identification No.)

230 Park Avenue
Suite 3350
New York, New York 10169
(Address of principal executive offices) (Zip Code)

(646) 885-8505
(Registrant's telephone number, include area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Resignation of Director.

On December 11, 2018, Dr. Michael Buschle resigned from the Company's Board of Directors (the "Board") effective immediately. The resignation of Dr. Buschle was not caused by any disagreement with the Company on any matter related to the Company's operations, policies or practices.

(d) Election of Director.

Dr. Gérard Ber, PhD

On December 11, 2018, the Board, upon the recommendation of the Board's Nominating and Corporate Governance Committee, appointed Dr. Gérard Ber, PhD to the Board as a Class I Director and to serve on the Company's Compensation Committee and Nominating and Corporate Governance Committee, effective as of December 11, 2018.

Class I Directors' terms expire at the 2019 annual meeting of stockholders.

Consistent with the Company's non-employee director compensation policy, in connection with his appointment as a director, the Company granted Dr. Ber an option to purchase 32,000 shares of the Company's common stock with an exercise price equal to the closing price of the Company's common stock on the NASDAQ Global Select Market on December 11, 2018. Dr. Ber will also be eligible for an annual stock option grant to purchase 16,000 shares of the Company's common stock on the date of the first board meeting held following the Company's annual stockholders meeting. The exercise price of these stock option awards will be the fair market value of the Company's common stock on the NASDAQ Global Select Market on the respective dates of grant. Further, Dr. Ber will be eligible to receive annual cash retainer fees of \$35,000 for service on the Board, \$5,000 for service on the Compensation Committee and \$4,000 for service on the Nominating and Corporate Governance Committee (all will be prorated for his service as director during 2018). The Company will also reimburse Dr. Ber for reasonable travel and other related expenses incurred in connection with his service on the Board.

Dr. Ber has entered into an indemnification agreement with the Company consistent with the form of the existing indemnification agreement entered into between the Company and its other non-employee directors.

There is no arrangement or understanding between Dr. Ber and any other person pursuant to which Dr. Ber was elected as a director. Except as described herein, there are no existing or currently proposed transactions to which the Company or any of its subsidiaries is a party and in which Dr. Ber has a direct or indirect material interest. There are no family relationships between Dr. Ber and any of the directors or officers of the Company or any of its subsidiaries.

The Board has determined that Dr. Ber is an independent director in accordance with applicable rules of the Securities and Exchange Commission and the Nasdaq Stock Market.

On December 11, 2018, the Company issued a press release regarding the appointment of Dr. Ber and the resignation from the Board by Dr. Buschle. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

Exhibit 99.1 attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|------------------------|--|
| 99.1 | Press Release, dated December 11, 2018 issued by Y-mAbs Therapeutics, Inc. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Y-MABS THERAPEUTICS, INC.

Date: December 11, 2018

By: /s/ Thomas Gad
Thomas Gad
Founder, Chairman, President and Head of Business Development



Y-mAbs Announces Appointment of Gérard Ber to its Board of Directors and Planned Departure of Michael Buschle

New York, NY, December 11, 2018 (GLOBE NEWSWIRE) — Y-mAbs Therapeutics, Inc. (the “Company” or “Y-mAbs”) (Nasdaq: YMAB) a late-stage clinical biopharmaceutical company focused on the development and commercialization of novel, antibody-based therapeutic products for the treatment of cancer, today announced the appointment of the molecular nuclear medicine executive, Dr. Gérard Ber, PhD to its board of directors, and the planned departure of Dr. Michael Buschle, PhD. The departure of Dr. Buschle and the appointment of Dr. Ber is effective December 11, 2018. Dr. Ber will replace Dr. Buschle on the Company’s Compensation Committee and the Company’s Nominating and Corporate Governance Committee.

“Michael Buschle was a valuable member of our board of directors. We wish him good luck with his future endeavors. Gérard’s breath of expertise in research and development and commercialization of radiopharmaceuticals, paired with his exceptional leadership skills, brings great value to Y-mAbs as we work to execute on our vision to bring our portfolio of radiolabeled antibodies to children in need of new treatments,” said Thomas Gad, Founder, Chairman, President and Head of Business Development and Strategy of Y-mAbs.

Dr. Ber most recently served as Chief Operating Officer of Advanced Accelerator Applications SA, which he co-founded in 2002. Dr. Ber brings over 30 years of experience in molecular nuclear medicines, including development, production and commercialization of diagnostics and therapeutic products for several indications in oncology, cardiology, neurology and infectious/inflammatory diseases.

“Molecular Nuclear Medicine (MNM) is a noninvasive and painless way of diagnosing and managing the treatment of cancers, and I am excited to team up with Y-mAbs to share my experience in the field,” said Dr. Ber. “Y-mAbs is well positioned to expand their pipeline of liquid radiopharmaceuticals and bring their compounds through the clinic towards potential commercialization.”

Dr. Buschle has served as member of Y-mAbs’ board of directors since late 2017, when he joined the board in connection with the Company’s \$80 million private placement.

“On behalf of Y-mAbs’ board, shareholders and employees, I would like to applaud and recognize Michael’s many contributions over this past year as a truly dedicated board member. His expertise and broad industry knowledge helped guide the Company through our successful IPO in September. We greatly appreciate his work, support, and dedication to Y-mAbs,” said Claus Møller, Chief Executive Officer.

About Gérard Ber, PhD

Gérard Ber has more than 30 years of experience in Molecular Nuclear Medicine (MNM). In 2002, Dr. Ber co-founded Advanced Accelerator Applications S.A., and was its Chief Operating Officer from 2002 to 2018, when it was sold to Novartis AG. Dr. Ber grew Advanced Accelerator Applications from a start-up to a global leader in MNM and was member of its board of directors from 2002 to 2015, when Advanced Accelerator Applications listed on The Nasdaq Global Select Market. He received his PhD degree in Pharmacy from the Scientific and Medical University of Grenoble.

About Y-mAbs:

Y-mAbs is a late-stage clinical biopharmaceutical company focused on the development and commercialization of novel, antibody-based therapeutic products for the treatment of cancer. The Company has a broad and advanced product pipeline, including two pivotal-stage product candidates—naxitamab and omburtamab—which target tumors that express GD2 and B7-H3, respectively.

Forward-Looking Statements

Statements in this press release about future expectations, plans and prospects, as well as any other statements regarding matters that are not historical facts, may constitute “forward-looking statements” within the meaning of The Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about orphan drug and other regulatory approvals, clinical trial timing and plans, the achievement of clinical and commercial milestones, future financial and operating results, business strategies, market opportunities, financing, and other statements that are not historical facts. Words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “would” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Our product candidates and related technologies are novel approaches to cancer treatment that present significant challenges. Actual results may differ materially from those indicated by such forward-looking statements as a result of various factors, including but not limited to: risks associated with the Company’s development work, including any delays or changes to the timing, cost and success of our product development activities and clinical trials including if we encounter difficulties enrolling patients in our clinical trials; the risks of delays in FDA and/or EU approval of our drug candidates or failure to receive approval; the risks related to commercializing any approved new pharmaceutical product including the rate and degree of market acceptance of our product candidates; development of our sales and marketing capabilities and risks associated with failure to obtain sufficient reimbursement for our products; our inability to enter into collaboration or alliances with partners; risks associated with protection of our intellectual property rights; and other risks and uncertainties affecting the Company including those described in the “Risk Factors” section included in our Registration Statement on Form S-1 declared effective by the SEC on September 20, 2018 and in our other SEC filings. Any forward-looking statements contained in this press release speak only as of the date hereof, and the Company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

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